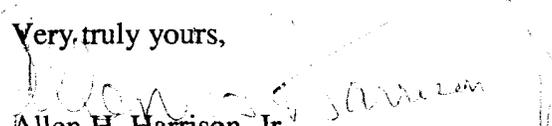


filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.

*Attorney for United States Leasing International, Inc.
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures
BY HAND
8307-020



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/24/95

Office Of The Secretary

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P_C
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/24/95 at 2:20PM, and assigned recordation number(s). 5671-D and 5749-H.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

5671-D

PARTIAL TERMINATION FROM LEASE

KNOW ALL PERSONS BY THESE PRESENTS THAT

WHEREAS, W.H. Ruskaup and Ben Maushardt, as Trustee under a Trust Agreement dated as of April 1, 1970 (Union Carbide Corporation, U.C. Trust No. 1), as Lessor, United States Leasing International, Inc., as Agent for the Lessor, ("Agent") and Union Carbide Corporation, as Lessee entered into a Lease of Railroad Equipment ("Lease") April 1, 1970, whereby certain designated units of rolling stock were leased by the Lessor to the Lessee, and

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission ("ICC") on April 15, 1970 under Recordation No. 5671, and

WHEREAS, Wells Fargo Bank, National Association, as Assignor/Transferor, and Bankers Trust Company of California, National Association, as Assignee/Transferee did enter into that certain Agreement to Assign and Transfer Interest in Lease of Railroad Equipment date August 17, 1987, filed and recorded with the ICC on March 15, 1988 under Recordation No. 5671-A, and

WHEREAS, Bankers Trust Company of California, National Association, as Assignor/Transferor, and First Trust of California, National Association, as Assignee/Transferee did enter into that certain Agreement to Assign and Transfer Interest in Lease of Railroad Equipment dated July 6, 1992, filed and recorded with the ICC on July 6, 1992 under Recordation No. 5671-B, and

WHEREAS, Union Bank, as Trustor, Trust Company for USL, Inc., as Successor Trustee and United States Leasing International, Inc., as Agent did enter into that certain Appointment of Successor Trustee under Trust Agreement, dated as of September 28, 1993, filed and recorded with the ICC on October 1, 1993 under Recordation No. 5671-C, whereby Trust Company for USL, Inc. became the Successor Trustee to W.H. Ruskaup and Ben Maushardt and thus the successor Lessor under the Lease, and

WHEREAS, as to the units of rolling stock identified from the Lease as listed in attached Schedule A, the term of lease has ended and not been extended, and all duties, obligations and

payments under the Lease have been fulfilled, and hence the Lease is terminated as to the aforesaid units;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, the Lessor and the Lessee do hereby terminate the lease interest created by the Lease only as to the units in attached Schedule A, and execute, file and record this Partial Termination from Lease for the purpose of officially terminating of record in the files of the ICC the Lease only as to the units in attached Schedule A.

IN WITNESS WHEREOF, the Lessor and the Lessee have duly executed this Partial Termination from Lease as of this 22 day of July, 1994.

UNION CARBIDE CORPORATION, LESSEE

By: [Signature]
Name: F. GUANTERBERG
Title: PURCHASING AGENT

TRUST COMPANY FOR USL INC.,
SUCCESSOR TRUSTEE/LESSOR

By: United States Leasing International, Inc.,
as Agent for Trustee

By: [Signature]
Name: BRUCE E. BLOST
Title: Vice President

STATE OF California
COUNTY OF San Francisco SS:

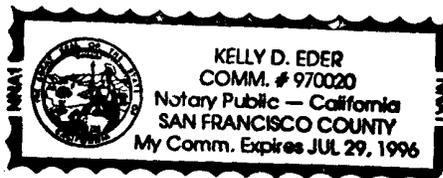
On this 22 day of July, 1994 before me personally appeared Bruce E. Blossat, to me personally known, who being by me duly sworn, says that he/she is the Vice President of United States Leasing International, Inc., as Agent for Trust Company for USL, Inc., that the foregoing instrument was signed on behalf of Trust Company for USL, Inc. by authority of its Board of Directors, through its Agent, United States Leasing International, Inc., and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Trust Company for USL, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Kelly D. Eder
Notary Public

[SEAL]

My Commission expires:

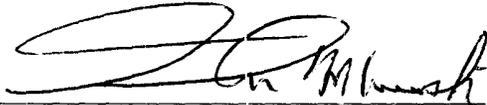


STATE OF Conn
COUNTY OF Fairfield

SS:

On this 28 day of July, 1994 before me personally appeared F. GLANZBERG, to me personally known, who being by me duly sworn, says that he/she is the PERSONAL AGENT of Union Carbide Corporation, that the foregoing instrument was signed on behalf of Union Carbide Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of Union Carbide Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public

THOMAS M. MAKOWSKI
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires Nov. 30, 1997

[SEAL]

My Commission expires:

SCHEDULE A

INVESTMENT COVERED BY U. C. TRUST NO. 1
 FEDERAL EXPRESS EQUIPMENT FUND II, LTD.
 PURCHASER: UNION CARBIDE CORPORATION

SORT BY CAR TYPE AND PURCHASE DATE

CAR GROUP	DESCRIPTION	RATX NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS IN GROUP	CURRENT RISK	PURCHASER	SCHEDULE	EXPIRATION DATE	PURCHASE DATE
A	PLASTIC PELLET CARS	60068	1	1	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60045	2	2	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60096	3	3	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60099	4	4	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60047	5	5	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60013	6	6	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60046	7	7	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60070	8	8	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60049	9	9	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60095	10	10	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60094	11	11	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60071	12	12	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60051	13	13	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60014	14	14	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60052	15	15	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60072	16	16	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60053	17	17	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60001	18	18	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60099	19	19	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60073	20	20	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60055	21	21	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60021	22	22	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60056	23	23	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60074	24	24	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60057	25	25	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60026	26	26	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60058	27	27	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60075	28	28	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60059	29	29	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60030	30	30	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60060	31	31	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60076	32	32	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60041	33	33	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60034	34	34	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60077	35	35	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60063	36	36	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60038	37	37	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60054	38	38	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60078	39	39	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60078	40	40	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLET CARS	60095	41	41	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94

SCHEDULE A

MULTIPRINT COVERED BY D. C. TRUST NO. 1
 LESSOR: CYBERC EQUIPMENT FUND II, LTD.
 PURCHASER: UNION CARBIDE CORPORATION

SORT BY CAR TYPE AND PURCHASE DATE

CAR GROUP	DESCRIPTION	RAT#	NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS IN GROUP	CURRENT USBP	PURCHASE	SCHEDULE	LEASE EXPIRATION DATE	PURCHASE DATE
A	PLASTIC PELLETT CARS	60042	42		42	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60067	43		43	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60079	44		44	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60005	45		45	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60015	46		46	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60114	47		47	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60380	48		48	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60016	49		49	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60007	50		50	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60016	51		51	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60091	52		52	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60002	53		53	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60019	54		54	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60020	55		55	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60082	56		56	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60025	57		57	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60028	58		58	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60029	59		59	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60084	60		60	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60033	61		61	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60036	62		62	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60037	63		63	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60085	64		64	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60041	65		65	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60044	66		66	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60046	67		67	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60086	68		68	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60006	69		69	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60003	70		70	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60088	71		71	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60087	72		72	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60027	73		73	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60034	74		74	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60035	75		75	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60088	76		76	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60043	77		77	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60011	78		78	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60004	79		79	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60040	80		80	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60031	81		81	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
A	PLASTIC PELLETT CARS	60024	82		82	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94

SCHEDULE 4

EQUIPMENT COVERED BY U. C. TRUST NO. 1
 JAMESOP EXPRESS EQUIPMENT FORD II, LTD.
 PURCHASER: UNION CARBIDE CORPORATION

SORT BY CAR TYPE AND PURCHASE DATE

CAR GROUP	DESCRIPTION	PLATE NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS IN GROUP	CURRENT USER	PURCHASER	SCHEDULE #	LEASE EXPIRATION DATE	PURCHASE DATE
A	PLASTIC PELLET CARS	60012	83	83	UNION CARBIDE	UNION CARBIDE	1	6/15/95	12/16/94
A	PLASTIC PELLET CARS	60019	94	94	UNION CARBIDE	UNION CARBIDE	1	6/15/95	12/16/94
A	PLASTIC PELLET CARS	60074	95	95	UNION CARBIDE	UNION CARBIDE	1	6/15/95	12/16/94
A	PLASTIC PELLET CARS	60084	86	86	UNION CARBIDE	UNION CARBIDE	1	6/15/95	12/16/94
A	PLASTIC PELLET CARS	60106	31	31	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60141	36	36	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60144	25	25	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60170	90	90	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60110	52	52	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60153	52	52	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60108	93	93	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60171	94	94	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60131	95	95	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60109	96	96	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60100	97	97	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60172	98	98	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60102	99	99	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60101	100	100	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60100	101	101	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60100	102	102	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60098	104	104	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60112	104	104	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60096	105	105	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60174	106	106	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60094	107	107	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60097	108	108	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60091	109	109	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60175	110	110	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60113	111	111	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60092	112	112	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60115	113	113	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60176	114	114	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60117	115	115	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60114	116	116	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60119	117	117	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60177	118	118	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60121	119	119	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60118	120	120	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60123	121	121	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60178	122	122	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60125	123	123	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95

SCHEDULE A

COLLIMANTI COVERED BY U. C. TRUST NO. 1
 TRUSTEE: CYPRESS EQUIPMENT FUND II, LTD
 PURCHASER: UNION CARBIDE CORPORATION

SORT BY CAR TYPE AND PURCHASE DATE

CAR GROUP	DESCRIPTION	RAIL NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS IN GROUP	CURRENT USER	PURCHASER	ACQUISITION DATE	EXPIRATION DATE	PURCHASE DATE
A	PLASTIC PELLET CARS	60122	124	36	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60127	125	39	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60129	126	40	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60126	127	41	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60131	128	42	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60124	129	43	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60133	130	44	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60108	131	45	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60135	132	46	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60128	133	47	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60134	134	48	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60137	135	49	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60139	136	50	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60130	137	51	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60135	138	52	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60135	139	53	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60138	140	54	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60147	141	55	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60147	142	56	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60149	143	57	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60142	144	58	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60151	145	59	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60130	146	60	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60153	147	61	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60187	148	62	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60155	149	63	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60189	150	64	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60157	151	65	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60099	152	66	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60159	153	67	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60180	154	68	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60161	155	69	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60090	156	70	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60163	157	71	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60181	158	72	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60145	159	73	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60120	160	74	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60167	161	75	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60182	162	76	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60169	163	77	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
A	PLASTIC PELLET CARS	60136	164	78	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95

SCHEDULE A

EQUIPMENT COVERED BY U. C. TRUST NO. 1
 LESSOR: CYPRESS EQUIPMENT FUND II, LTD.
 PURCHASER: UNION CARBIDE CORPORATION

COVER BY TAX YEAR AND PURCHASE DATE

CAR GROUP	DESCRIPTION	DATE PURCHASE	TOTAL NUMBER OF CARS	NUMBER OF CARS IN GROUP	NUMBER OF CURRENT USHP	DESCRIPTION	SCHEDULE DATE	LEASE EXPIRATION DATE	PURCHASE DATE
A	PLASTIC PELLET CARS	60148	165	79	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60143	186	80	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60152	167	81	UNION CARBIDE	UNION CARBIDE	2	9/16/95	3/16/95
A	PLASTIC PELLET CARS	60133	168	82	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60156	169	83	UNION CARBIDE	UNION CARBIDE	2	9/14/95	3/16/95
A	PLASTIC PELLET CARS	60184	176	84	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60160	171	85	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60195	172	86	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60144	173	87	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60185	174	88	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60168	175	89	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60132	175	90	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60150	177	91	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60186	178	92	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60148	179	93	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60103	180	94	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60166	181	95	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60140	182	96	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60154	183	97	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60146	184	98	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60162	185	99	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60116	186	100	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	PLASTIC PELLET CARS	60187	187	101	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
A	43M GAL MC/NI CARS	4101	188	1	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
B	43M GAL MC/NI CARS	4303	189	2	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
B	43M GAL MC/NI CARS	4102	190	3	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
B	43M GAL MC/NI CARS	4104	191	4	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
B	43M GAL MC/NI CARS	4106	192	1	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
B	43M GAL MC/NI CARS	4114	193	2	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
B	43M GAL MC/NI CARS	4113	194	3	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/14/95
B	43M GAL MC/NI CARS	4108	195	4	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/16/95
B	43M GAL MC/NI CARS	4315	196	5	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/16/95
B	43M GAL MC/NI CARS	4305	197	6	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/16/95
B	43M GAL MC/NI CARS	4110	198	7	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/16/95
B	43M GAL MC/NI CARS	4307	199	8	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/16/95
B	43M GAL MC/NI CARS	4312	200	9	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/16/95
B	43M GAL MC/NI CARS	4311	201	10	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/16/95
B	43M GAL MC/NI CARS	4318	202	11	UNION CARBIDE	UNION CARBIDE	3	12/15/95	6/15/95
B	43M GAL MC/NI CARS	4318	203	1	UNION CARBIDE	UNION CARBIDE	4	3/15/96	9/16/95
B	43M GAL MC/NI CARS	4319	204	2	UNION CARBIDE	UNION CARBIDE	4	3/15/96	9/16/95
B	43M GAL MC/NI CARS	4319	205	3	UNION CARBIDE	UNION CARBIDE	4	3/15/96	9/16/95

STATEMENT A

EQUIMENT COVERED BY U. C. TRUST NO. 1
 LEASE: CYBERS EQUIPMENT FUND II, LTD.
 PURCHASER: UNION CARBIDE CORPORATION

SORT BY CAR TYPE AND PURCHASE DATE

CAR GROUP	DESCRIPTION	HAIX NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS IN GROUP	MARKET	PURCHASER	PERIOD	LEASE EXPIRATION DATE	PURCHASE DATE
B	43M GAL. RC/NI CARS	4316	206	4	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
C	10M GAL. C/I CARS	5041	207	1	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
C	10M GAL. C/I CARS	5040	208	2	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
C	10M GAL. C/I CARS	5044	209	3	UNION CARBIDE	UNION CARBIDE	1	6 / 15 / 95	12 / 16 / 94
C	10M GAL. C/I CARS	5049	210	1	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5054	211	2	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5001	212	3	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5053	213	4	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5049	214	5	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5002	215	6	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5051	216	7	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5042	217	8	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5005	218	9	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5003	219	10	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5000	220	11	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
C	10M GAL. C/I CARS	5014	221	1	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5013	222	2	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5012	223	3	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5029	224	4	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5029	225	5	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5022	226	6	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5021	227	7	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5019	228	8	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5031	229	9	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5012	230	10	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5021	231	11	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5012	232	12	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5014	233	13	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5026	234	14	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5028	235	15	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5016	236	16	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5006	237	17	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5007	238	18	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5025	239	19	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5025	240	20	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5017	241	21	UNION CARBIDE	UNION CARBIDE	3	12 / 15 / 95	6 / 16 / 95
C	10M GAL. C/I CARS	5017	242	22	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
C	10M GAL. C/I CARS	5018	243	1	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
C	10M GAL. C/I CARS	5018	244	2	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
C	10M GAL. C/I CARS	5033	245	3	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
C	10M GAL. C/I CARS	5039	246	4	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95

SCHEDULE A

INDENTMENT COVERED BY U. C. TRUST NO. 1
 LESSOR: CYPRESS EQUIPMENT FUND II, LTD.
 PURCHASER: UNION CARBIDE CORPORATION

SORT BY CAR TYPE AND PURCHASE DATE

CAR GROUP	DESCRIPTION	TAX NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS IN GROUP	CURRENT USE	PURCHASER	SCHEDULE DATE	LEASE EXPIRATION DATE	PURCHASE DATE
C	10M GAL C/I CARS	5013	47	5	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
C	10M GAL C/I CARS	5024	44	6	UNION CARBIDE	UNION CARBIDE	4	1 / 15 / 96	9 / 16 / 95
C	10M GAL C/I CARS	5036	249	7	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	20M GAL C/I CARS	6004	258	1	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6073	251	2	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	4048	252	1	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6039	253	4	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6070	254	5	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6047	255	6	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6045	256	7	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6033	257	9	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6069	258	6	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6003	259	10	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6043	260	11	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6041	261	12	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6068	262	13	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6025	263	14	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6014	264	15	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6011	265	16	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6067	266	17	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6049	267	18	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6035	268	19	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6044	269	20	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6066	270	21	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6036	271	22	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6032	272	23	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6029	273	24	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6065	274	25	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6059	275	26	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6026	276	27	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6014	277	28	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6064	278	29	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6008	279	30	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6024	280	31	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6005	281	32	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6063	282	33	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6077	283	34	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6018	284	35	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6054	285	36	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6062	286	37	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95
D	20M GAL C/I CARS	6091	287	38	UNION CARBIDE	UNION CARBIDE	2	9 / 15 / 95	3 / 16 / 95

SCHEDULE A

EQUIMENT COVERED BY U. C. TRUST NO. 1
 HANSON CYCLES EQUIPMENT FUND II, LTD
 PURCHASER: UNION CARBIDE CORPORATION

SORT BY CAR TYPE AND PURCHASE DATE

CAR GROUP	DESCRIPTION	RATX NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS IN REPAIR	CURRENT OWNER	PURCHASER	SCHEDULE DATE	LEASE EXPIRATION DATE	PURCHASE DATE
D	20M GAL C/1 CARS	6015	288	39	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6037	209	40	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6019	230	41	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6084	241	42	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6013	292	43	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6080	293	44	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6051	294	45	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6075	295	46	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6052	296	47	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6010	297	48	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6007	298	49	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6092	299	50	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6053	300	51	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6086	301	52	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6058	302	53	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6014	303	54	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6017	304	55	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6017	305	56	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6002	306	57	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6081	307	58	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6030	308	59	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6014	309	60	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6055	310	61	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6100	311	62	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6107	312	63	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6133	313	64	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6147	314	65	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6114	315	66	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6100	316	67	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6160	317	68	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6103	318	69	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6106	319	70	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6104	320	71	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6137	321	72	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6172	322	73	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6100	323	74	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6130	324	75	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6155	325	76	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6169	326	77	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6111	327	78	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95
D	20M GAL C/1 CARS	6168	328	79	UNION CARBIDE	UNION CARBIDE	2	9/15/95	3/16/95

SCHEDULE A

EQUITY PART OWNED BY D. C. TRUST NO. 1
 LESSOR: EVERETT EQUIPMENT FUND II, LTD.
 FORCLASSEE: UNION CARBIDE CORPORATION

REPORT BY CAR TYPE AND PURCHASE DATE

CAR GROUP	DESCRIPTION	PLATE NUMBER	TOTAL NUMBER OF CARS	NUMBER OF CARS IN GROUP	OWNER	FORCLASSEE	SCHEDULED DATE	LEASE EXPIRATION DATE	PURCHASE DATE
D	200 GAL C/I CARS	6152	329	19	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 95	9 / 16 / 95
D	200 GAL C/I CARS	6166	330	20	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6128	331	21	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6165	332	22	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6151	333	23	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6163	334	24	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6125	335	25	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6162	336	26	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6169	337	27	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6175	338	28	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6123	339	29	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6120	340	30	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6106	341	31	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6124	342	32	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6121	343	33	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6124	344	34	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6142	345	35	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6122	346	36	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6117	347	37	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6136	348	38	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6139	349	39	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6109	350	40	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6113	351	41	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6134	352	42	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6127	353	43	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6105	354	44	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6138	355	45	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6140	356	46	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6143	357	47	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6182	358	48	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6181	359	49	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6178	360	50	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6176	361	51	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6144	362	52	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
D	200 GAL C/I CARS	6179	363	53	UNION CARBIDE	UNION CARBIDE	4	3 / 15 / 96	9 / 16 / 95
TOTAL SALES PRICE									

NOTE: ORIGINAL NUMBER OF CARS PURCHASED BY EVERETT: 450. VANDWALTERS DECLARED SINGLE FORCLASSEE: 6175, 60017, 5015, 60007, 4010.